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11 XS Holding B.V., a Dutch Corporation

12 UNITED STATES DISTRICT COURT
13 NORTHERN DISTRICT OF CALIFORNIA

14 XS HOLDING B.V, derivatively on behalf
15 of Xsient Technologies, LLC and XET
16 Holding Co., LLC, and separately on its
17 own behalf,

18 Plaintiff,

19 v.

20 COOL EARTH SOLAR, INC., a Delaware
21 corporation; ROB LAMKIN, an individual;
22 LAWRENCE ASUNCION, an individual;
23 SOLAR COMPONENTS LLC, a Delaware
24 limited liability company; NATHAN
25 SCHULHOF, an individual; M. JAMES
26 BULLEN, an individual; MARTIN N.
27 LETTUNICH, an individual; STEFAN
28 MATAN, an individual; XSLENT, LLC, a
Nevada limited liability company; and
ATIRA TECHNOLOGIES, LLC, a Nevada
limited liability company,

Defendants.

CASE NO. C08 02282 (RMW)

**NOTICE OF PENDENCY OF OTHER
ACTIONS OR PROCEEDINGS**

[N.D. Local Rule 3-13]

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1 **TO THE COURT, ALL PARTIES AND THEIR COUNSEL OF RECORD:**

2 **PLEASE TAKE NOTICE** THAT the First Amended Derivative Complaint and
 3 Complaint for Interference with Contract, Conversion, Declaratory and Injunctive Relief filed in
 4 the United States District Court, Northern District of California by XS Holding B.V. ("XS
 5 Holding"), derivatively on behalf of XET Holding Co., LLC and Xslent Technologies, LLC and
 6 on its own behalf (the "Federal case"), involves some facts and legal issues similar to two cases
 7 filed in the Superior Court of the State of California for the County of Santa Clara and recently
 8 consolidated: *XET Holding Co., LLC, et al. v. XS Holding B.V., et al.*, and two related cross-
 9 actions, Case No. 107CV092388; and *Atira Technologies, LLC v. XET Holdings Co., LLC, et*
 10 *al.*, and related cross action. Case No. 108CV106601 (the "State Action"). There currently are
 11 pending appeals in the State Action to the Sixth District Court of Appeal for the State of
 12 California.

13 The State Action involves two complaints and three cross-complaints for breach of
 14 contract, fraud, rescission, reformation, declaratory relief and other causes of action primarily
 15 stemming from the formation and operations of XET Holding Co., LLC and Xslent
 16 Technologies, LLC. The State Action focuses primarily on conduct occurring during 2007. The
 17 State Action does not allege or involve shareholders' derivative claims nor claims for
 18 interference with contractual relations or conversion. Nine of the fourteen parties (five or six of
 19 which recently settled) in the State Action are not parties to the Federal Case.

20 The Federal Case involves shareholders' derivative claims and seeks recovery on behalf
 21 of XET Holdings Co., LLC and Xslent Technologies, LLC for two of their managers' breaches of
 22 fiduciary duties, for legal malpractice and for other act occurring in 2007 and continuing into
 23 2008. The Federal Case also names a corporation, a limited liability company and four
 24 individuals that are not parties to the State Action regarding conduct that occurred beginning in
 25 or about April 2008. Six of the eleven parties in the Federal Case are not parties in the State
 26 Action.

27 While the Federal Case will require evidence and proof distinct from the claims in the
 28 State Action, and there also will be some overlap. XS Holding B.V. believes that coordination of

1 discovery between the State Action and Federal Case will promote efficiency, as well as avoid
2 duplicative discovery.

3 Dated: May 30, 2008

SEDGWICK, DETERT, MORAN & ARNOLD LLP

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Paul Riehle
9 Attorneys for Plaintiff XS Holding B.V.
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